

RECORDATION NO. 11197-F FILED  
AUG 20 '04 1-50 PM  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

August 17, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: NYC - L515

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Sublease and Assignment, dated August 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board/Commission under Recordation Number 11197.

The names and addresses of the parties to the enclosed document are:

Sublessor/ Assignor:	Consolidated Rail Corporation 1000 Howard Boulevard Fourth Floor Mt. Laurel, NJ 08054
Sublessee:	NYC Newco, Inc. 500 Water Street Jacksonville, FL 32202
Guarantor:	CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202
[Senior Lessor/ Assignee:	Wells Fargo Bank Northwest]

Mr. Vernon A. Williams  
August 17, 2004  
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A description of the railroad equipment covered by the enclosed document is:

8 locomotives CSXT 1551 – CSXT 1558 (originally NYC 001653 – NYC 001669).

A short summary of the document to appear in the index follows:

Memorandum of Sublease and Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

  
Robert W. Arnold

RWA/anm  
Enclosures

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MEMORANDUM OF SUBLEASE AND ASSIGNMENT NYC-L515, BY **SURFACE TRANSPORTATION BOARD**

CONSOLIDATED RAIL CORPORATION ("Conrail")  
1000 Howard Boulevard, Fourth Floor  
Mt. Laurel, New Jersey 08054

NYC NEWCO, INC. (the "Company")  
500 Water Street  
Jacksonville, Florida 32202

and

CSX TRANSPORTATION, INC. (the "Railroad")  
500 Water Street  
Jacksonville, Florida 32202.

Conrail is leasing certain units of railroad equipment pursuant to the agreement identified in Schedule A hereto as the "Senior Lease" with the party named in Schedule A hereto as the "Senior Lessor," which agreement was recorded with the Interstate Commerce Commission and assigned the recordation number shown on said Schedule A.

The parties hereto hereby wish to evidence for the public record the following transactions with respect to such units of the railroad equipment covered by the above-named agreements as are listed in Schedule B hereto:

1. The Sublease of Railroad Equipment NYC-L515 between Conrail, sublessor, and the Company, sublessee.

2. The assumption of the obligations of the Company as sublessee under the above-named sublease by the Railroad, pursuant to the Assumption Agreement NYC-L515 by the Railroad in favor of Conrail.

3. The assignment by Conrail, assignor, of the sublease named in item 1 to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease NYC-L515 by Conrail in favor of the Senior Lessor.

4. The assignment by the Railroad, assignor, of its subleasehold interest under sublease named in item 1 to Norfolk Southern Railway Company, assignee, pursuant to the Cross-Assignment of Lease and Agreement among such parties and Conrail, as security for the Railroad's obligations for reimbursement thereunder.

IN WITNESS WHEREOF, the parties hereto have each caused  
this memorandum to be duly executed by their respective officers  
thereunto duly authorized:

CONSOLIDATED RAIL CORPORATION

by .. *Joseph R. ...* ..

NYC NEWCO, INC

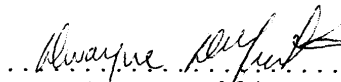
by *Louis H. ...*

CSX TRANSPORTATION, INC.

by *Louis H. ...*

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK ) SS.:

On this August day of August, 2004, before me personally appeared Joseph Rogers, to me personally known, who, by me being duly sworn, says that he is CFO & Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public


My commission expires

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK ) SS.:

DWAYNE DEFREITAS  
NOTARY PUBLIC, State of New York  
No. 01DE6097123  
Qualified in Kings County  
Commission Expires Aug. 18, 2007

On this 12th day of August, 2004, before me personally appeared Louis G. Redner, to me personally known, who, by me being duly sworn, says that he is Authorized Signatory of NYC NEWCO, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

JASON L. SMITH  
NOTARY PUBLIC, State of New York  
No. 01SM6067357  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires Dec. 10, 2005

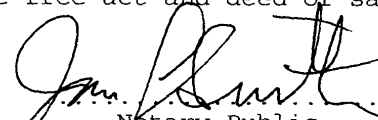
  
Notary Public

My commission expires

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK ) SS.:

On this 12th day of August, 2004, before me personally appeared Louis G. Redner, to me personally known, who, by me being duly sworn, says that he is Authorized Signatory of CSX TRANSPORTATION, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

JASON L. SMITH  
NOTARY PUBLIC, State of New York  
No. 01SM6067357  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires Dec. 10, 2005

  
Notary Public

My commission expires

SCHEDULE A  
SENIOR TRANSACTION L515

**Senior Lease:**

Lease of Railroad Equipment dated as of February 1, 1979, as amended, between First Security Bank of Utah, National Association (succeeded by Wells Fargo Bank Northwest, National Association), not in its individual capacity but solely as owner trustee, and Consolidated Rail Corporation.

Recorded with the Interstate Commerce Commission on December 14, 1979, and assigned recordation number 11197.

**Senior Lessor:**

Wells Fargo Bank Northwest, National Association, not in its individual capacity but solely as owner trustee

# **Schedule "B" Equipment**

Lease L515 (NYC).

Count	Aloc	Original UnitNum	Current Initial	Unit Number
GP15-1 LOCOS				
1	NYC	001653	CSXT	1551
2	NYC	001655	CSXT	1552
3	NYC	001657	CSXT	1553
4	NYC	001658	CSXT	1554
5	NYC	001659	CSXT	1555
6	NYC	001664	CSXT	1556
7	NYC	001667	CSXT	1557
8	NYC	001669	CSXT	1558

8 GP15-1 LOCOS
